

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	
FRANCHISE GROUP, INC., et al. ¹ ,	:	Chapter 11
	:	Case No. 24-12480 (JTD)
Debtors.	:	
	:	(Jointly Administered)
	:	
	:	Re: Docket No. _____

**ORDER AUTHORIZING AD HOC GROUP OF FREEDOM LENDERS TO (A) FILE UNDER SEAL THEIR OBJECTIONS AND DECLARATION, (B) AUTHORIZING THE FILING OF A REDACTED VERSION OF THE OBJECTION TO THE DIP MOTION, (C) AUTHORIZING THE OBJECTION TO THE CRITICAL VENDOR MOTION AND BAKEMEYER DECLARATION TO REMAIN UNDER SEAL, AND (D) GRANTING SUCH OTHER AND FURTHER RELIEF AS THE COURT
DEEMS JUST AND PROPER**

Upon consideration of the Motion (the “Motion”)² of the Ad Hoc Group of Freedom Lenders to Seal: (i) the *Objection of the Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors’ DIP Motion* (“the Objection to the DIP Motion”) (D.I. 274); (ii) the *Objection of the*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(B)(9) Claimants; And (II) Granting Related Relief (the "Objection to the Critical Vendor Motion") (D.I. 277); and (iii) the *Declaration of Brett Bakemeyer in Support of the Objection of the Ad Hoc Group of Freedom Lenders to Final Approval of The Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Provider And 503(B)(9) Claimants; and (II) Granting Related Relief* (the "Bakemeyer Declaration") (D.I. 278) (collectively, the "Objections and Declaration"), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having determined the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent forth herein.
2. The Freedom Lender Group is authorized to maintain its Objections and Declaration under seal.
3. The Freedom Lender Group is authorized to publicly file a redacted version of the Objection to the DIP Motion.

4. The Freedom Lender Group is authorized to maintain the Objection to the Critical Vendor Motion and Bakemeyer Declaration entirely under seal, such that no redacted version need be filed.

5. The Freedom Lender Group shall be permitted, with the approval and consent of the Debtors, to provide unredacted copies of the Objections and Declaration to any party that so requests.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.